

**EXHIBIT 5**

Additions underscored  
 Deletions [bracketed]

**Effective Date: [November] December 1, 2012**

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**NYSE Arca OPTIONS: TRADE-RELATED CHARGES**

| Order Type  | TRANSACTION FEE - PER CONTRACT   |  |                |
|---|----------------------------------|--|----------------|
|   | Standard Executions <sup>5</sup> | Electronic Executions in Penny Pilot Issues <sup>6</sup> |                |
|   |                                  | Post Liquidity   | Take Liquidity |
| LMM   | \$0.09                           | -\$0.32  | \$0.45         |
| NYSE Arca Market Maker  | \$0.16                           | -\$0.32  | \$0.45         |
| Firm and Broker Dealer Electronic   | N/A                              | -\$0.10  | \$0.45         |
| Firm and Broker Dealer Manual   | \$0.25                           | N/A  | N/A            |
| Customer Electronic   | N/A                              | -\$0.25  | \$0.45         |
| Customer Manual   | \$0.00                           | N/A  | N/A            |
| Firm Facilitation and Broker Dealer facilitating a Customer – Manual <sup>7</sup> | \$0.00                           | N/A  | N/A            |

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- 1.- 4. No Change.
5. Standard Executions include all manual executions and exclude all electronic transactions.

A manual order that executes in part against one or more electronic orders or quotes resting on the Consolidated Book prior to executing against interest in the Trading Crowd shall be assessed the applicable manual transaction fee for the entire order. A manual order that executes entirely against one or more electronic orders or quotes resting on the Consolidated Book shall be assessed the applicable electronic transaction fee for the entire order. In either case, the contra-side

electronic order or quote shall be assessed the applicable electronic transaction fee or credit. In order to be eligible for the manual transaction fee, all manual orders must be entered into the Exchange's Electronic Order Capture System. Manual orders that are entered into an order entry device approved by the Exchange and contemporaneously recorded into the Electronic Order Capture System are also eligible for the manual transaction fee.

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